ALL-NEW MARVEL NOW!

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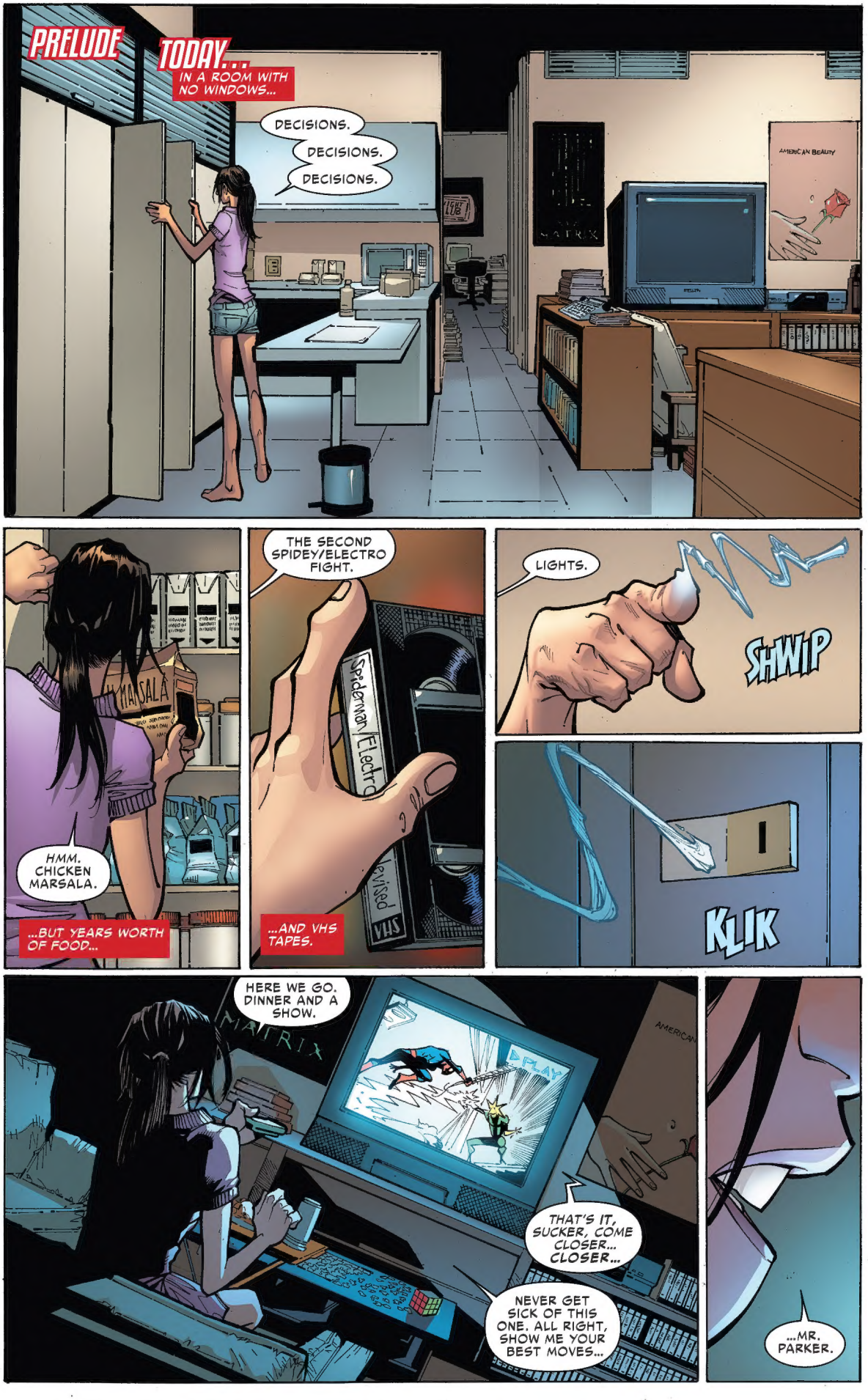
PRELUDE
TODAY...
IN A ROOM WITH NO WINDOWS...
DECISIONS.
DECISIONS.
DECISIONS.
AMERICAN BEAUTY
MATRIX
MARSALA
HMM. CHICKEN MARSALA.
...BUT YEARS WORTH OF FOOD...
THE SECOND SPIDEY/ELECTRO FIGHT.
Spiderman Electro
Revised
VHS
...AND VHS TAPES.
LIGHTS.
SHWIP
KLIK
HERE WE GO. DINNER AND A SHOW.
MATRIX
PLAY
AMERICAN
THAT'S IT, SUCKER, COME CLOSER... CLOSER...
NEVER GET SICK OF THIS ONE. ALL RIGHT, SHOW ME YOUR BEST MOVES...
...MR. PARKER.

Years ago, high school student PETER PARKER was bitten by a radioactive spider and gained the speed, agility, and proportional strength of a spider as well as the ability to stick to walls and a spider-sense that warned him of imminent danger. After learning that with great power there must also come great responsibility, he became the crime-fighting super hero…

the AMAZING SPIDER-MAN

After swapping his brain into Peter's body, one of Spider-Man's greatest enemies, DOCTOR OCTOPUS, set out to prove himself the SUPERIOR SPIDER-MAN. He also completed Peter's PhD, fell in love with a woman named Anna Maria Marconi, and started his own company, "Parker Industries." But in the end Doc Ock realized that in order to be a true hero, he had to sacrifice himself.

Now, Peter Parker is back! He has a new lease on life and absolutely no idea what went on while he was gone. Plus, Anna Maria has figured out he is Spider-Man!

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TRIBECA.
THE APARTMENT OF PETER PARKER & ANNA MARIA MARCONI.
ALL RIGHT. IT'S TRUE.
I AM SPIDER-MAN.
BUT I'M NOT THE SPIDER-MAN YOU KNOW.
OR THE PETER PARKER YOU THINK YOU KNOW.
WAIT. WHAT DOES THAT EVEN MEAN?
MONTHS AGO A VERY..."SUPER HERO-ISH" THING HAPPENED TO ME.
I GOT MIND-SWAPPED. WITH A BAD GUY.
YOU'RE SERIOUS?
YEAH. BUT I'M BACK TO NORMAL NOW.
MIND-SWAPPED?
YEAH.
WITH A SUPER VILLAIN?
UH-HUH.
WHICH ONE?
DOCTOR OCTOPUS.
FOR HOW LONG?
BEFORE WE EVER "MET."
SO THIS WHOLE TIME... DOCTOR OCTOPUS?
YES.

I HAVE TO COOK.
WHAT?
I THINK BETTER WHEN I'M COOKING.
I KNOW THIS IS A LOT TO TAKE IN, BUT THE PERSON YOU...
...HAD A RELATIONSHIP WITH WASN'T ME. THAT WAS--
THAT MAD SCIENTIST. THE GUY WITH THE METAL ARMS?
THAT'S THE ONE.
WELL HE WAS BOLD AND DECISIVE...
SOUNDS LIKE HIM.
...YET SURPRISINGLY TENDER.
I...UH...WOULDN'T KNOW ABOUT--
AND THAT DOES ACCOUNT FOR HIS UNPARALLELED GENIUS.
WELL, NOT TO BRAG, BUT I AM A BIT OF A--SORRY.
LOOK, THERE'S SOMETHING I DO KNOW...
...FROM THE TIME DOC OCK AND I SHARED MY HEAD.
HE DID LOVE YOU, ANNA MARIA. VERY MUCH. AND YOU MADE HIM A BETTER MAN.
BAKING TRAY.
DID YOU HEAR WHAT I--
I NEED A BAKING TRY.
KEEP STIRRING.

YOU'RE GETTING THIS, RIGHT?
DOCTOR OCTOPUS.
IN THE BODY OF SPIDER-MAN.
SO FOR ALL INTENTS AND PURPOSES...I WAS DATING DOC OCK.
YEAH. SO I'M THINKING--
TASTE.
HUH?
ALMOST DONE. I NEED A TASTE TEST. LICK IT.
NOW.
OH MY GOD!
THAT'S THE GREATEST THING I'VE EVER PUT IN MY MOUTH!
IT'LL TASTE BETTER ONCE IT'S BAKED.
TAKE THESE OUT IN 22 MINUTES. NO MORE. NO LESS.
22 MINUTES.
I'M GOING FOR A WALK. I HAVE TO...
...THINK ABOUT THIS.
SEE YOU LATER, SLICK--
PETER.

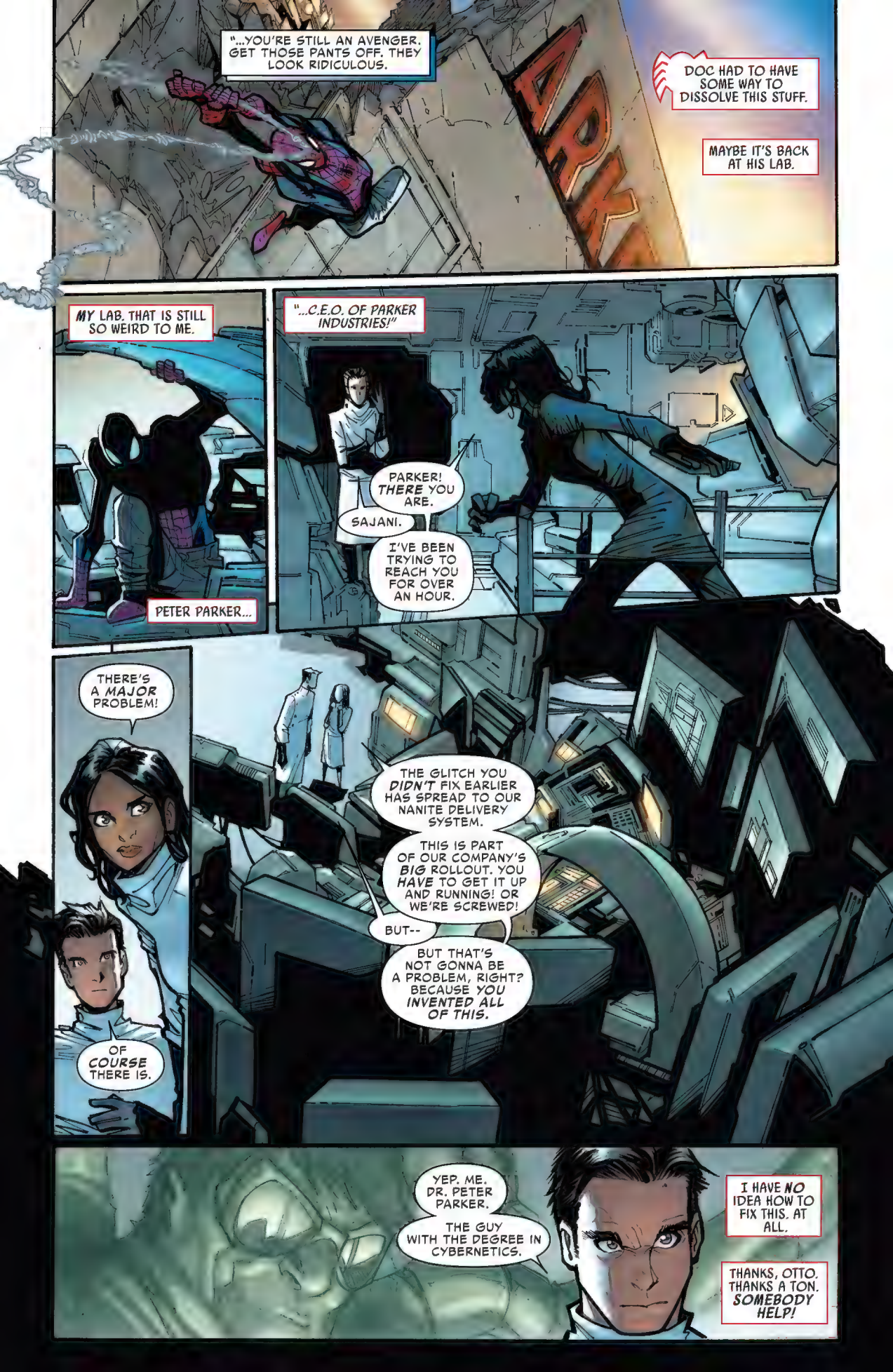
22 MINUTES.
PLEASE. IT'S IMPORTANT.
KLIK.
OTTO OCTAVIUS... WHAT HAVE YOU DONE TO MY LIFE?
DUM-DUM-DUM DUUUUMM
BEETHOVEN'S FIFTH?
We have to talk.
SON OF A--ON TOP OF EVERYTHING...
...HE CHANGED ALL MY RINGTONES.

THE WEST VILLAGE.
FRANCINE? IT'S MAX. BUZZ ME IN.
YOU DON'T NEED ME FOR THAT. BUZZ YOURSELF IN. C'MON!
I--I'D RATHER NOT. PLEASE, FRANCINE.
FINE.
DAMN! MAX DILLON. WHAT BRINGS YOU TO MY LITTLE HOLE IN THE WALL?
DOES BIG OL' BAD ELECTRO NEED A RECHARGE? COME IN AND PLUG IN.
I DIDN'T KNOW WHERE ELSE TO GO.
EVER SINCE... WHAT HAPPENED AT THE PRISON...
NONE A' MY FELLOW LOWLIFES WOULD TAKE ME IN. BUT YOU...
...YOU'VE ALWAYS BEEN GOOD TO ME, FRANCINE.
WHAT CAN I SAY? I LIKE ALL MY BAD BOYS.
ESPECIALLY YOU, MAX.
YOU MAKE ALL MY HAIR STAND ON END.
ELECTRO ACCIDENTALLY DESTROYED AN ENTIRE PRISON LAST ISSUE. -NICK.
MMPH. THIS'S NEW.
YOUR PIERCINGS. SORRY.
MY POWER'S BEEN ACTING UP. YOU SHOULD PROBABLY KEEP YOUR DISTANCE.
BABY, PLEASE. THIS'S ME. I NEVER PLAY IT SAFE.

AVENGERS TOWER.
STAR
SO...TWELVE SECURITY SCANS, HUH? THAT WAS...
...THOROUGH. WE DONE?
NO. I STILL HAVE TWO QUESTIONS, SPIDER-MAN.
ONE. WHY ARE YOU 28 MINUTES LATE?
I THOUGHT THIS WAS JUST A TALK AND I...UM HAD COOKIES IN THE OVEN.
COOKIES.
THESE ARE VERY IMPORTANT COOKIES. I BROUGHT SOME. FOR EVERYONE.
ALL RIGHT. THAT BRINGS US TO NUMBER TWO.
WHY ARE YOU WEARING PANTS?
OKAY. HERE GOES...
AROUND CHRISTMAS DOC OCK AND I MIND-SWAPPED AND THE "ME" THAT'S BEEN RUNNING AROUND WAS REALLY HIM IN MY BODY.
NOW I'M BACK. BUT IN MY LAST FIGHT, ALL MY CLOTHES GOT ZAPPED OFF. SO I WEBBED MYSELF UP SOME UNDERWEAR.
BUT I DIDN'T KNOW THAT OCK CHANGED MY WEB-FORMULA SO IT'D LAST LONGER. AND NOW MY PANTS ARE STUCK TO MY BUTT.
AND IT'S BEEN OVER AN HOUR.
AND I REALLY HAVE TO PEE.
SO WE GOOD?
I WANT A FULL MEDICAL SCAN.
ON IT.

OKAY. GIVE IT TO ME STRAIGHT.
AM I HAVING A BOY OR A GIRL?
C'MON. ÷CHOMP÷ IT'S HIM.
LET'S WAIT FOR IRON MAN FIRST.
TONY?
WITHOUT GIVING ME HIS SECRET IDENTITY...
...BUT GOING BY OUR SEALED AVENGERS FILES...
...ALL READINGS, INCLUDING BRAIN PATTERNS, ARE THOSE OF SPIDER-MAN.
TOLDJA.
DANG! THESE COOKIES ARE AMAZING!
I KNOW, RIGHT?
BETTER SAFE THAN SORRY. WITH YOU IT'S BEEN ONE EXCUSE AFTER ANOTHER.
JUST LAST WEEK YOU TRIED BLAMING YOUR BAD BEHAVIOR ON ALIEN POSSESSION.
AGAIN. THAT WASN'T ME. THAT WAS DOC. AND...I KINDA REMEMBER THAT.
HE WAS TAKEN OVER BY THE SYMBIOTE. AND...I HELPED TEAR IT OFF.
BUT THEN IT...WENT ON... WHO?
AGENT THOMPSON.
THAT'S... RIGHT.
YOU KNEW!
KRAKK

NO, JESS. BUT MAYBE IT'S SOMETHING ELSE. MYSTIQUE? THE MINDWORM? PURPLE MAN?
CAP WAS RIGHT! HE WAS PLAYING US!
IS OCTAVIUS STILL IN THERE?!
EVERYONE, STAND DOWN.
I HAD THAT COMING.
ALL THIS TIME, YOU KNEW VENOM WAS FLASH THOMPSON! SOMEONE REALLY IMPORTANT TO ME!
AND YOU NEVER TOLD ME!
YES. AND HE WAS A GOOD SOLDIER. AND I'M PROUD OF HIM.
AND HE HAD A SECRET IDENTITY. JUST LIKE YOU.
THAT GOES BOTH WAYS. THOSE ARE THE RULES. AND YOU KNOW ME. I PLAY BY THE RULES.
MORE THAN ANY MAN I KNOW.
IT'S... ANNOYING, BUT FAIR. HERE.
WELCOME BACK, SPIDER-MAN.
OY. FLASH IS VENOM. HOW DO I DEAL WITH THAT?
THAT WILL HAVE TO WAIT. HE'S OFF IN SPACE NOW.
SPACE?
HE JOINED UP WITH THE GUARDIANS OF THE GALAXY.
FLASH. IS VENOM. IN SPACE.
SO MUCH HAS CHANGED SINCE I "WOKE UP."
WENT THROUGH THE SAME THING WHEN I CAME OUT OF THE ICE.
YOU FEEL LIKE RIP VAN WINKLE FOR A WHILE, BUT IT'LL PASS.
ANYWAY, THERE WAS A BREAKOUT LAST NIGHT. WE HAVE TO JOIN THE REST OF THE AVENGERS ON A MANHUNT FOR THE ESCAPEES. I'M TRUSTING YOU TO KEEP AN EYE ON THINGS WHILE WE'RE GONE. JUST DO ME A FAVOR...


"...YOU'RE STILL AN AVENGER. GET THOSE PANTS OFF. THEY LOOK RIDICULOUS.
DOC HAD TO HAVE SOME WAY TO DISSOLVE THIS STUFF.
MAYBE IT'S BACK AT HIS LAB.
MY LAB. THAT IS STILL SO WEIRD TO ME.
PETER PARKER...
"...C.E.O. OF PARKER INDUSTRIES!"
PARKER! THERE YOU ARE.
SAJANI.
I'VE BEEN TRYING TO REACH YOU FOR OVER AN HOUR.
THERE'S A MAJOR PROBLEM!
OF COURSE THERE IS.
THE GLITCH YOU DIDN'T FIX EARLIER HAS SPREAD TO OUR NANITE DELIVERY SYSTEM.
THIS IS PART OF OUR COMPANY'S BIG ROLLOUT. YOU HAVE TO GET IT UP AND RUNNING! OR WE'RE SCREWED!
BUT--
BUT THAT'S NOT GONNA BE A PROBLEM, RIGHT? BECAUSE YOU INVENTED ALL OF THIS.
YEP. ME. DR. PETER PARKER.
THE GUY WITH THE DEGREE IN CYBERNETICS.
I HAVE NO IDEA HOW TO FIX THIS. AT ALL.
THANKS, OTTO. THANKS A TON. SOMEBODY HELP!

SAJANI, EXCUSE ME. I NEED TO SPEAK TO PETER RIGHT AWAY.
ANNA MARIA? WHAT ARE YOU DOING HERE?
I WORK HERE. REMEMBER? YOU GAVE ME THE JOB.

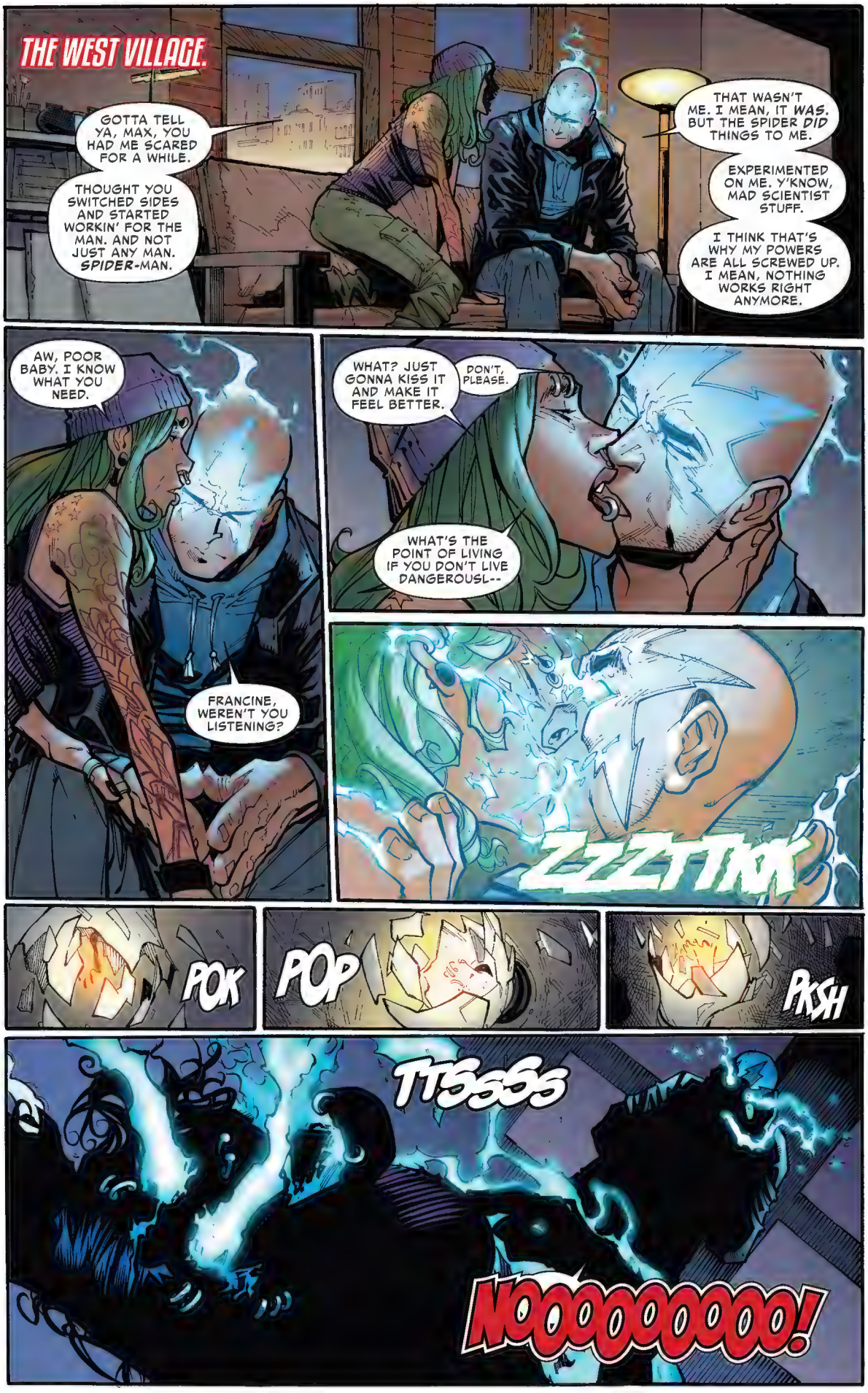
MARCONI, WHATEVER YOUR PROBLEM IS, IT CAN'T BE MORE IMPORTANT THAN THIS.
IT'S A BOYFRIEND/ GIRLFRIEND THING.
THIS IMPACTS OUR ENTIRE COMPANY.

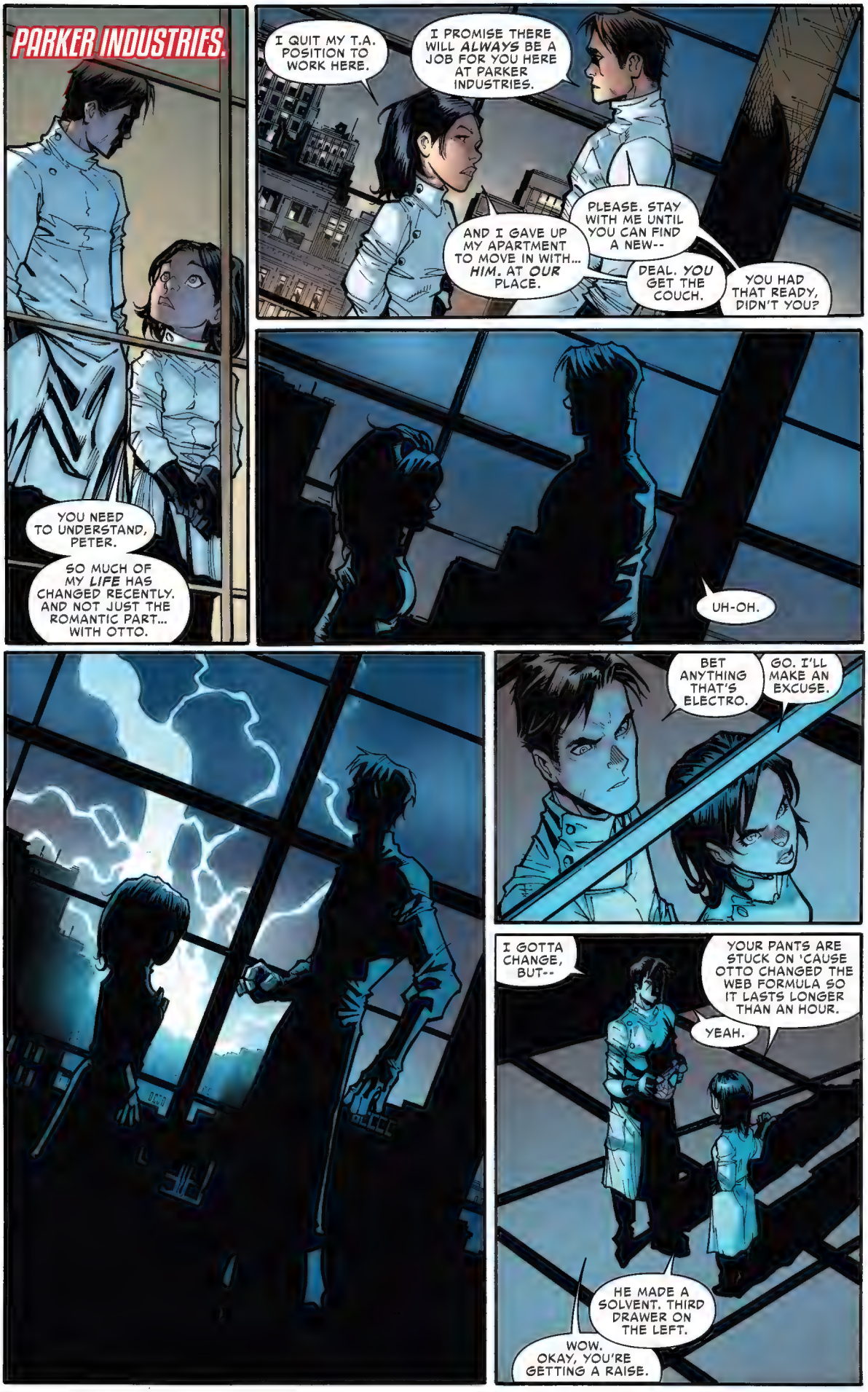
I'M PREGNANT.

WELL, I'LL JUST GIVE YOU TWO SOME PRIVACY.
FOR. LIKE. EVER.

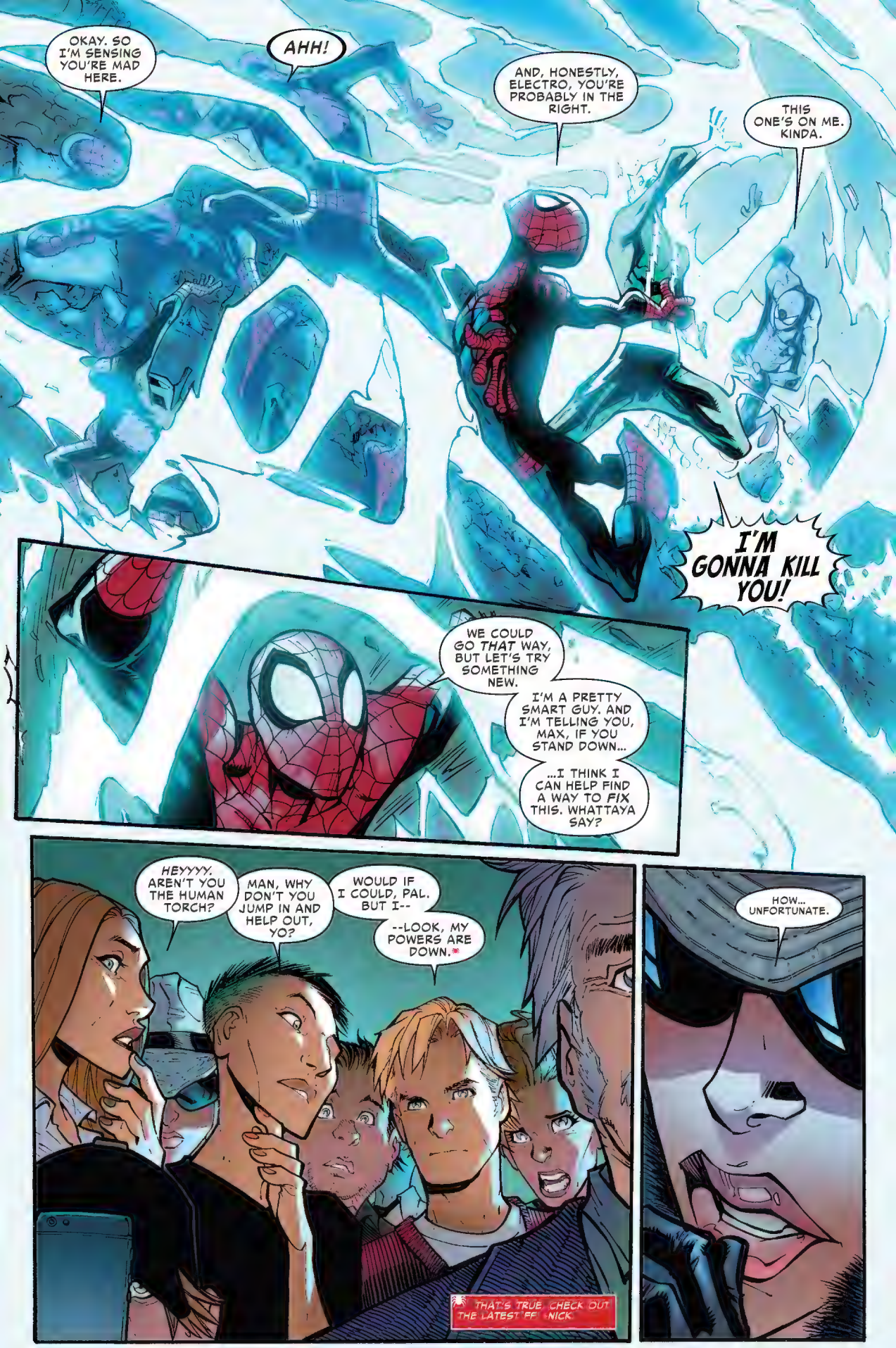
ANNA, I DON'T KNOW WHAT TO--
THAT? NO. I'M NOT PREGNANT. I SAID THAT TO GET HER OUTTA THE ROOM.

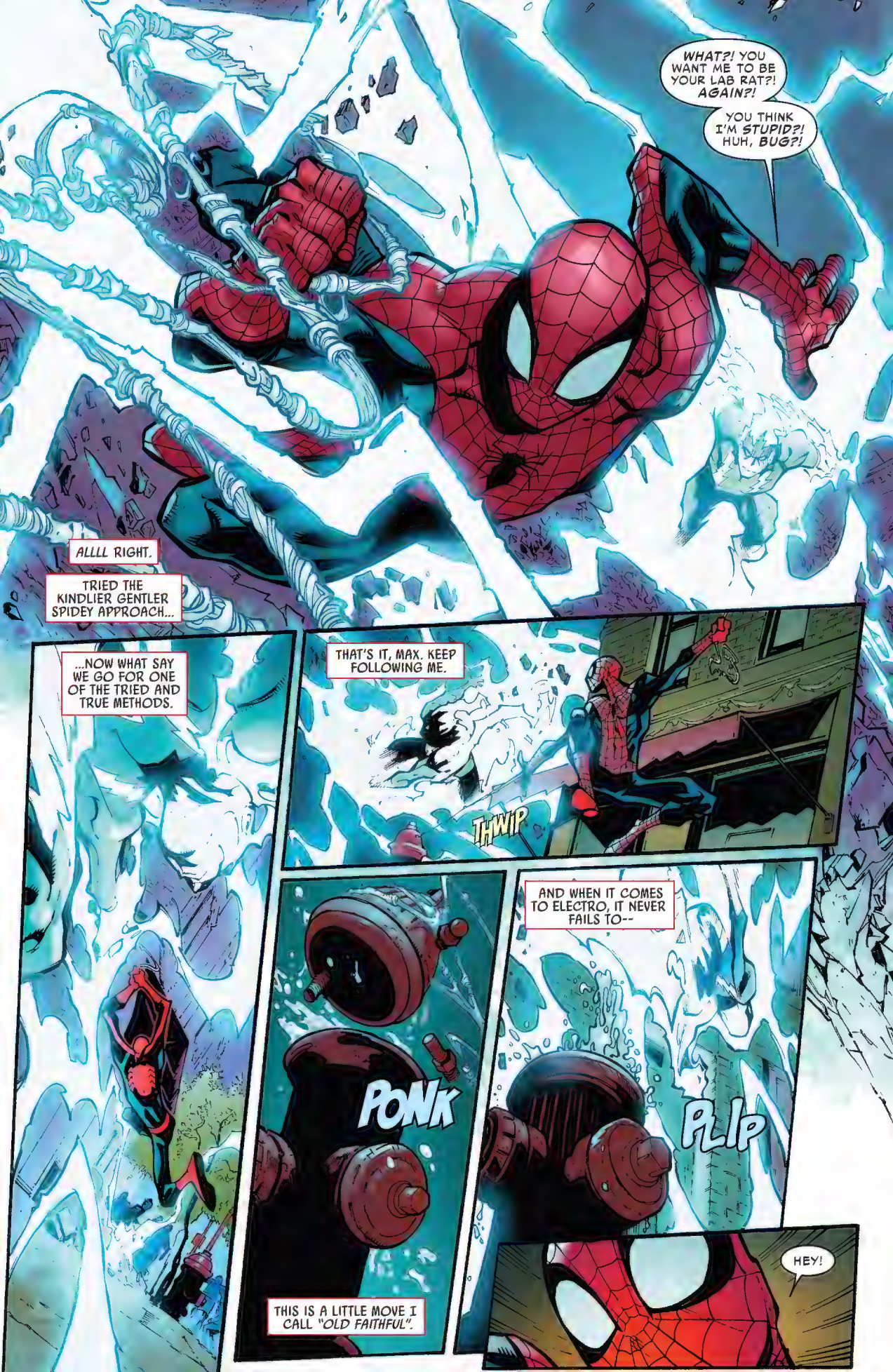
HEY!
LOOK, YOU DON'T UNDERSTAND THE NANITES. I DO. MY PETER--OTTO-- EXPLAINED IT TO ME A DOZEN TIMES.
I CAN TEACH IT TO YOU. THAT'S WHAT I USED TO DO BEFORE I QUIT MY JOB TO WORK FOR YOU. HIM. WHATEVER. SO WHAT DO YOU THINK?


THE WEST VILLAGE.
GOTTA TELL YA, MAX, YOU HAD ME SCARED FOR A WHILE.
THOUGHT YOU SWITCHED SIDES AND STARTED WORKIN' FOR THE MAN. AND NOT JUST ANY MAN. SPIDER-MAN.
THAT WASN'T ME. I MEAN, IT WAS. BUT THE SPIDER DID THINGS TO ME.
EXPERIMENTED ON ME. Y'KNOW, MAD SCIENTIST STUFF.
I THINK THAT'S WHY MY POWERS ARE ALL SCREWED UP. I MEAN, NOTHING WORKS RIGHT ANYMORE.
AW, POOR BABY. I KNOW WHAT YOU NEED.
FRANCINE, WEREN'T YOU LISTENING?
WHAT? JUST GONNA KISS IT AND MAKE IT FEEL BETTER.
DON'T, PLEASE.
WHAT'S THE POINT OF LIVING IF YOU DON'T LIVE DANGEROUSL--
ZZZTTNK
POK
POP
PKSH
TTSSSS
NOOOOOOOOO!


PARKER INDUSTRIES.
I QUIT MY T.A. POSITION TO WORK HERE.
I PROMISE THERE WILL ALWAYS BE A JOB FOR YOU HERE AT PARKER INDUSTRIES.
PLEASE. STAY WITH ME UNTIL YOU CAN FIND A NEW--
AND I GAVE UP MY APARTMENT TO MOVE IN WITH... HIM. AT OUR PLACE.
DEAL. YOU GET THE COUCH.
YOU HAD THAT READY, DIDN'T YOU?
YOU NEED TO UNDERSTAND, PETER.
SO MUCH OF MY LIFE HAS CHANGED RECENTLY. AND NOT JUST THE ROMANTIC PART... WITH OTTO.
UH-OH.
BET ANYTHING THAT'S ELECTRO.
GO. I'LL MAKE AN EXCUSE.
I GOTTA CHANGE, BUT--
YOUR PANTS ARE STUCK ON 'CAUSE OTTO CHANGED THE WEB FORMULA SO IT LASTS LONGER THAN AN HOUR.
YEAH.
HE MADE A SOLVENT. THIRD DRAWER ON THE LEFT.
WOW. OKAY, YOU'RE GETTING A RAISE.

GRYAAAAH!
WHOA! EASY THERE, SPARKY. WHAT SAY YOU CALM THE HECK DOWN BEFORE YOU BLOW A FUSE.
SPIDER-MAN?! YOU'RE BEING *GLIB! WITH* ME?!
CALM DOWN?!
WHAT KIND OF MONSTER *ARE* YOU?!
THIS IS ALL *YOUR* FAULT! *YOU* DID THIS TO *ME!*
YOU AND ALL OF YOUR FREAKIN' EXPERIMENTS!
EXPERI-WHAA?
AH. RIGHT.GOTTA BE SOMETHING *OTTO* DID. WONDERFUL.
SEE SSMMTU #6 - NICK

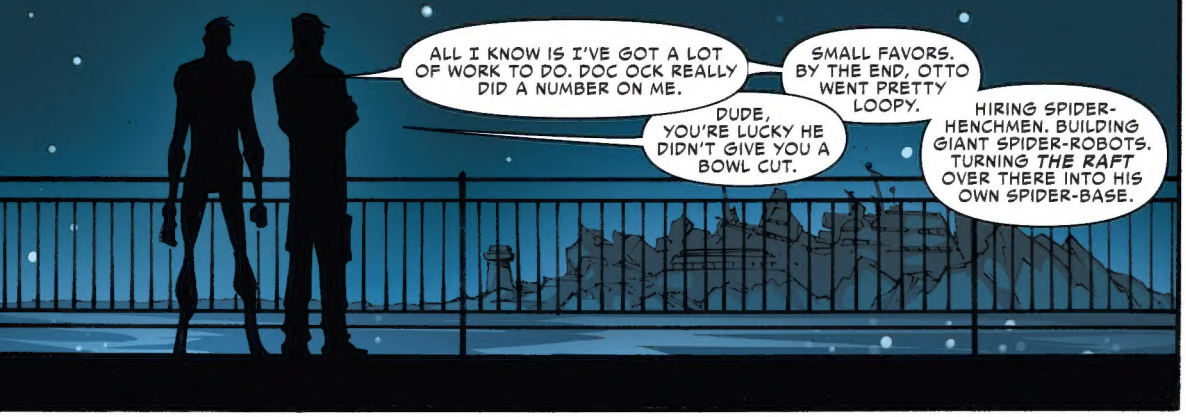

OKAY. SO I'M SENSING YOU'RE MAD HERE.
AHH!
AND, HONESTLY, ELECTRO, YOU'RE PROBABLY IN THE RIGHT.
THIS ONE'S ON ME. KINDA.
I'M GONNA KILL YOU!
WE COULD GO *THAT* WAY, BUT LET'S TRY SOMETHING NEW.
I'M A PRETTY SMART GUY. AND I'M TELLING YOU, MAX, IF YOU STAND DOWN...
...I THINK I CAN HELP FIND A WAY TO *FIX* THIS. WHATTAYA SAY?
HEYYYY. AREN'T YOU THE HUMAN TORCH?
MAN, WHY DON'T YOU JUMP IN AND HELP OUT, YO?
WOULD IF I COULD, PAL. BUT I--
--LOOK, MY POWERS ARE DOWN.
THAT'S TRUE. CHECK OUT THE LATEST FF #NICK
HOW... UNFORTUNATE.

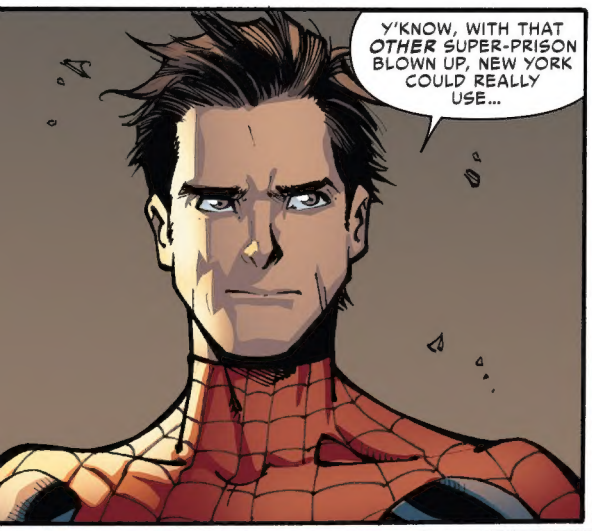

WHAT?! YOU WANT ME TO BE YOUR LAB RAT?! AGAIN?!
YOU THINK I'M STUPID?! HUH, BUG?!
ALLLL RIGHT.
TRIED THE KINDLIER GENTLER SPIDEY APPROACH...
...NOW WHAT SAY WE GO FOR ONE OF THE TRIED AND TRUE METHODS.
THAT'S IT, MAX. KEEP FOLLOWING ME.
THWIP
PONK
THIS IS A LITTLE MOVE I CALL "OLD FAITHFUL".
AND WHEN IT COMES TO ELECTRO, IT NEVER FAILS TO--
PLIP
HEY!

WHAT GIVES?!
STAND STILL, YOU ARROGANT LITTLE--
BUT THAT ALWAYS--
SPOOSHH
TSS
OW!
JUST GOT A *LITTLE* OF THAT. COULD A' BEEN *WAY* WORSE.
GUESS I GOT LUCKY.
THIS AIN'T OVER, INSECT. NEXT TIME I SEE YOU, WE'LL *FINISH* THIS!
YEAH. YOU GOT *LUCKY*, ELECTRO. NOW WE'RE EVEN.
BUT STILL... MAYBE I SHOULD KEEP AN EYE ON YOU.
ELECTRO UNKNOWINGLY FREED BLACK CAT LAST ISSUE. - NICK

YOU KNOW WHAT? SUIT NEEDED A WASH ANYWAY.
NOT LETTING IT GET TO ME. NOT LETTING IT--
DUM-DUM-DUM DUUUUMM
I REALLY GOTTA CHANGE THAT.
WHO IS IT THIS TIME?
AH. THE HUMAN TORCH. THAT'S OUR CODE TO MEET...
THE USUAL PLACE
...AT THE STATUE OF LIBERTY.
C'MON, MATCHSTICK HEAD. YOU CALLED FOR THIS LITTLE POW-WOW. WHAT'S KEEPING YOU?
SPIIIIDEY!
HUH?
HEY, WEB-HEAD! DOWN HERE!

WHAT?!
CAN'T FLY UP! I'VE LOST MY POWERS!
WHAT?!
I SAID-- I'VE LOST MY POWERS!
WAIT THERE! I'M COMING DOWN!
...SO THE WHOLE TIME I WAS ON A COSMIC FAMILY ROAD TRIP...YOU WERE REPLACED BY DOC OCK?
WEIRD, RIGHT? HOW'D YOU HEAR?
IRON MAN. WORD GETS AROUND.
NOT FAST ENOUGH.
Y'KNOW A WHILE BACK, WHEN I "*DIED*" IN THE NEGATIVE ZONE, IT WAS WEIRD FOR ME COMING BACK TO THE REAL WORLD, TOO.
CAP SAID THE SAME THING. HOW'D YOU DEAL WITH IT?
I KINDA SAW IT AS A CHANCE. TO SHAKE THINGS UP. *JOHNNY STORM: TAKE TWO.*
YOU'LL GET BACK INTO THE SWING OF THINGS SOON ENOUGH. IN THE MEANTIME...
...HAPPY *NEW* BIRTHDAY, PETE.
WHAT IS IT?
ALL THE TV, MOVIES, AND MUSIC YOU MISSED OUT ON WHILE YOU WERE "*AWAY.*"
COOL. THEY MUST BE ON SEASON 3 OF *SMASH* BY NOW.
THANKS. AND YOU KNOW, IF YOU EVER NEED ANYTHING...
ME? NAH, I'M PROBLEM-FREE, PAL. HONEST.
THAT'S SO NOT TRUE. REALLY. CHECK OUT FF. -NICK.


ALL I KNOW IS I'VE GOT A LOT OF WORK TO DO. DOC OCK REALLY DID A NUMBER ON ME.
SMALL FAVORS. BY THE END, OTTO WENT PRETTY LOOPY.
DUDE, YOU'RE LUCKY HE DIDN'T GIVE YOU A BOWL CUT.
HIRING SPIDER-HENCHMEN. BUILDING GIANT SPIDER-ROBOTS. TURNING *THE RAFT* OVER THERE INTO HIS OWN SPIDER-BASE.



EARLIER TONIGHT, I TOOK OFF TO CHECK OUT THE SPIDER-MAN/ ELECTRO FIGHT--
PARKER! YOU PROMISED YOU'D SEVER YOUR TIES WITH SPIDER-MAN!
THIS ISN'T ABOUT SPIDEY. IT'S ABOUT *ELECTRO.*
AFTER THE EVENTS OF THE LAST FEW DAYS, NEW YORK CITY HAS SUPER-POWERED CRIMINALS RUNNING AROUND AND NO WAY TO CAPTURE OR IMPRISON THEM.
WELL, I'VE GOT *YEARS* OF EXPERIENCE COMING UP WITH COUNTER-MEASURES FOR THEIR POWERS. I DID THAT FOR SPIDER-MAN. NOW I CAN DO IT FOR US.
AS OF RIGHT NOW, I'M PUTTING OUR CYBERNETICS LINE ON HOLD.
WE'RE GONNA PUT OUR HEADS TOGETHER AND COME UP WITH WAYS TO TRAP, CURE, AND DEPOWER ELECTRO.
AND THEN... PARKER INDUSTRIES IS GOING AFTER THE CONTRACT TO BUILD NEW YORK THE *BEST* SUPER VILLAIN PRISON *EVER!*

NEXT ISSUE...
HOW COULD THIS POSSIBLY GO WRONG?